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This document was prepared by:  
D. Max Perry, Esq.

Recorded at the Request of and after Recordation Return to:

Associated Financial Corporation  
881 Alma Real Drive, Suite 205  
Pacific Palisades, CA 90272

OCT 24 1 25 PM '85  
RUDOLPH CLAY  
RECORDER

(Space above this line for Recorder's use only.)

EIGHTH AMENDMENT TO CERTIFICATE AND AGREEMENT OF  
LIMITED PARTNERSHIP OF  
EAST POINT HOUSING LIMITED PARTNERSHIP  
an Indiana limited partnership

THIS EIGHTH AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF EAST POINT HOUSING LIMITED PARTNERSHIP; an Indiana limited partnership, is made and entered into effective as of September 1, 1986, by and among Wilshire Investments Corporation, a California corporation ("Wilshire"), Managing General Partner; Louis A. Cicalese, an individual ("Cicalese"), Co-General Partner; Western Housing Associates, Ltd., a California limited partnership ("Western"); CP Investment Fund I, Ltd., a District of Columbia limited partnership ("CP Fund I"); CP Investment Fund II, Ltd., a District of Columbia limited partnership ("CP Fund II"); CP Investment Fund III, Ltd., a District of Columbia limited partnership ("CP Fund III"); CP Investment Fund IV, Ltd., a District of Columbia limited partnership ("CP Fund IV"); CP Investment Fund 83-I, Ltd., a District of Columbia limited partnership ("CP 83-I"); CP Investment Fund 83-II, Ltd., a District of Columbia limited partnership ("CP 83-II"); CP Investment Fund 83-III, Ltd., a District of Columbia limited partnership ("CP 83-III"); CP Investment Fund 83-IV, Ltd., a District of Columbia limited partnership ("CP 83-IV"); CP Investment Fund 83-V, Ltd., a District of Columbia limited partnership ("CP 83-V"); CP Investment Fund 84-I, Ltd., a District of Columbia limited partnership ("CP 84-I"); CP Investment Fund 84-II, Ltd., a District of Columbia limited partnership ("CP 84-II"); CP Investment Fund 84-III, Ltd., a District of Columbia limited partnership ("CP Fund 84-III"); CP Investment Fund 84-IV, Ltd., a District of Columbia limited partnership ("CP 84-IV"); CP Investment Fund 84-V, Ltd., a District of Columbia limited partnership ("CP 84-V"); CP Investment Fund 84-VI, Ltd., a District of Columbia limited partnership ("CP 84-VI"); CP Investment Fund 85-I, Ltd., a District of Columbia limited partnership ("CP 85-I"); CP Investment Fund 85-II, Ltd., a District of Columbia limited partnership ("CP 85-II"); CP Investment Fund 85-III, Ltd., a District

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of Columbia limited partnership ("CP 85-III"); CP Investment Fund 85-IV, Ltd., a District of Columbia limited partnership ("CP 85-IV"); CP Investment Fund 85-V, Ltd., a District of Columbia limited partnership ("CP 85-V"); CP Investment Fund 85-VI, Ltd., a District of Columbia limited partnership ("CP 85-VI"); CP Investment Fund 85-VII, Ltd., a District of Columbia limited partnership ("CP 85-VII"); CP Investment Fund 86-I, Ltd., a District of Columbia limited partnership ("CP 86-I"); CP Investment Fund 86-II, Ltd., a District of Columbia limited partnership ("CP 86-II"); CP Investment Fund 86-III, Ltd., a District of Columbia limited partnership ("CP 86-III"); AFC Capital Fund, a California limited partnership ("AFC Fund"); AFC Capital Fund-II, a California limited partnership ("AFC Fund II"); AFC Capital Fund-III, a California limited partnership ("AFC Fund-III"); AFC Capital Fund-IV, a California limited partnership ("AFC Fund-IV"); AFC Capital Fund-V, a California limited partnership ("AFC Fund-V"); AFC Capital Fund-VI, a California limited partnership ("AFC Fund-VI"); AFC Capital Fund-VII, a California limited partnership ("AFC Fund-VII"); AFC Capital Fund-XIV, a California limited partnership ("AFC Fund-XIV"); (collectively, the "Limited Partners"), with respect to the following:

WITNESSETH:

WHEREAS, the parties formed a Limited Partnership under the laws of the State of Indiana as of August 1, 1984, by executing a Certificate and Agreement of Limited Partnership (the "Agreement"), which limited partnership is hereinafter referred to as the "Partnership"; (Doc. #772207)

WHEREAS, the parties by the First Amendment to the Agreement ("First Amendment") acknowledged the admission of CP 84-II, CP 84-V and CP 85-I to the Partnership, effective December 1, 1984, March 1, 1985, and July 1, 1985, respectively, and receipt of their capital contributions; (Doc. #813673)

WHEREAS, the parties by the Second Amendment to the Agreement ("Second Amendment"), admitted AFC Fund to the Partnership effective September 1, 1985; (Doc. #824341)

WHEREAS, the parties by the Third Amendment to the Agreement ("Third Amendment"), admitted AFC Fund-IV effective October 1, 1985 and acknowledged its initial capital contribution to the Partnership in the sum of \$7,700.00; (Doc. #830135)

WHEREAS, the parties by the Fourth Amendment to the Agreement ("Fourth Amendment"), admitted CP 85-V, CP 85-VI, AFC Fund-II and AFC Fund-V, as Additional Limited Partners, effective as of November 1, 1985; (Doc. #832058)

WHEREAS, the parties by the Fifth Amendment to the Agreement ("Fifth Amendment") admitted AFC Fund-VI, effective November 1,

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF LOS ANGELES )

On Sept. 30, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Irwin J. Deutch, known to me to be a General Partner CP Investment Fund I, Ltd., a District of Columbia limited partnership, CP Investment Fund II, Ltd., a District of Columbia limited partnership, CP Investment Fund III, Ltd., a District of Columbia limited partnership, CP Investment Fund IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 83-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 84-VI, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-III, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-IV, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-V, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-VI, Ltd., a District of Columbia limited partnership, CP Investment Fund 85-VII, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-I, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-II, Ltd., a District of Columbia limited partnership, CP Investment Fund 86-III, Ltd., a District of Columbia limited partnership, the partnerships that executed the within instrument, who swore to the contents thereof and acknowledged to me that he executed the same on behalf of said limited partnership and in the capacity therein stated.

Diane Madrid  
Notary Public in and for said  
County and State

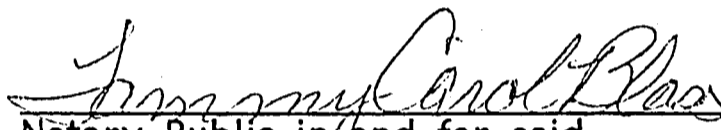
My Commission Expires:

9/22/86



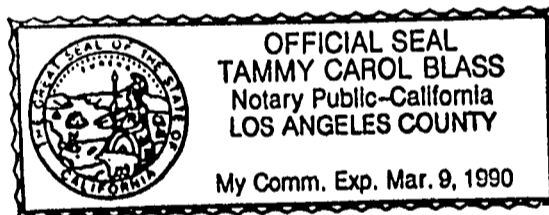
STATE OF CALIFORNIA        )  
  ) ss.  
COUNTY OF LOS ANGELES    )

On Oct 6, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Lawrence F. Penn, known to me to be the Vice President, and Suzanne Magnuson, known to me to be the Secretary, of AFC Capital Corporation, a Delaware corporation, the persons who executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation, said corporation being known to me to be the General Partner of AFC Capital Fund, a California limited partnership, AFC Capital Fund-II, a California limited partnership, AFC Capital Fund-III, a California limited partnership, AFC Capital Fund-IV, a California limited partnership, AFC Capital Fund-V, a California limited partnership, AFC Capital Fund-VI, a California limited partnership and AFC Capital Fund-VII, a California limited partnership, AFC Capital Fund-XIV, a California limited partnership, the partnerships that executed the within instrument, who swore to the contents thereof and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

  
Notary Public in and for said  
County and State

My Commission Expires:

March 9, 1990



1985; and AFC Fund-VII, CP 84-IV, CP 85-IV, and CP 85-VII, effective December 16, 1985; (Doc. #847224)

WHEREAS, the parties by the Sixth Amendment to the Agreement ("*Sixth Amendment*") confirmed the parties' capital contributions and percentage interests in the Partnership Profits, Losses and Distributions for the year 1985; acknowledged that CP 84-IV, CP 85-IV, CP 85-V, CP 85-VI, CP 85-VII, AFC Fund-II, AFC Fund-V and AFC Fund-VII would not be allocated any item of Profits, Losses or Distributions for the year 1985 for not having made a capital contribution to the Partnership; acknowledged that the effective date of admission to the Partnership of CP 85-I was incorrectly set forth in the First Amendment as July 1, 1985 and confirmed that the correct effective date of admission of CP 85-I is June 1, 1985; (Doc. #862263)

WHEREAS, by the Seventh Amendment to Certificate and Agreement ("*Seventh Amendment*"), the parties admitted CP Fund I, CP Fund II, CP Fund III, CP Fund IV, CP 83-I, CP 83-II, CP 83-III, CP 83-IV, CP 83-V, CP 84-I, CP 84-III, CP 84-VI, CP 85-II, CP 85-III, CP 86-I, CP 86-II, CP 86-III and AFC Fund-II as Limited Partners to the Partnership, effective June 17, 1986; acknowledged that due to a typographical error the capital contribution of CP 84-II, as set forth in the First Amendment, were incorrectly stated and set forth the correct capital contribution made by CP 84-II to the Partnership; (Doc. #868649)

WHEREAS, by this Amendment to the Agreement ("*Eighth Amendment*") the parties wish to admit AFC Fund-XIV to the Partnership as a Limited Partner, effective September 1, 1986.

NOW, THEREFORE, in consideration of the mutual premises and undertakings herein contained and of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby swear and agree as follows:

1. The parties acknowledge the admission of AFC Fund-XIV to the Partnership as a Limited Partner, effective September 1, 1986, making an initial capital contribution in the amount of \$100.00.

2. The newly admitted Limited Partner shall share collectively with all the Limited Partners the Limited Partners' share of the Partnership's Profits, Losses and Distributions, subject to future allocation among them.

3. Except as hereby amended, the Partnership shall continue on the same terms and conditions as heretofore existing.

4. This Amendment may be executed in counterparts, all of which shall constitute but one original.

IN WITNESS WHEREOF, the undersigned have executed this instrument as of the day and year first above written.

GENERAL PARTNERS:

881 Alma Real Drive, Suite 205  
Pacific Palisades, CA 90272

Attest:

Suzanne Magnuson  
Suzanne Magnuson  
Secretary

WILSHIRE INVESTMENTS CORPORATION, a California corporation, Managing General Partner

By: Richard Tell  
Richard Tell  
Executive Vice President

881 Alma Real Drive, Suite 205  
Pacific Palisades, CA 90272

Witness:

Suzanne Magnuson

LOUIS A. CICALESE, an individual  
Co-General Partner

Louis A. Cicalese  
Louis A. Cicalese

LIMITED PARTNERS:

881 Alma Real Drive, Suite 205  
Pacific Palisades, CA 90272

Attest:

Suzanne Magnuson  
Suzanne Magnuson  
Secretary

WESTERN HOUSING ASSOCIATES, LTD., a California limited partnership, Limited Partner

By: Jasper Corporation of Delaware, a Delaware corporation, a General Partner

By: Richard Tell  
Richard Tell  
Vice President

CP INVESTMENT FUND I, LTD., a District of Columbia limited partnership

CP INVESTMENT FUND II, LTD., a District of Columbia limited partnership

CP INVESTMENT FUND III, LTD.,  
a District of Columbia limited  
partnership

CP INVESTMENT FUND IV, LTD., a  
District of Columbia limited  
partnership

CP INVESTMENT FUND 83-I,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 83-II,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 83-III,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 83-IV,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 83-V,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 84-I,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 84-II,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 84-III,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 84-IV,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 84-V,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 84-VI,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 85-I,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 85-II,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 85-III,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 85-IV,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 85-V,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 85-VI,  
LTD., a District of Columbia limited  
partnership

CP INVESTMENT FUND 85-VII,  
LTD., a District of Columbia limited  
partnership



CP INVESTMENT FUND 86-I, LTD.,  
a District of Columbia limited  
partnership

CP INVESTMENT FUND 86-II,  
LTD., a District of Columbia limited  
partnership

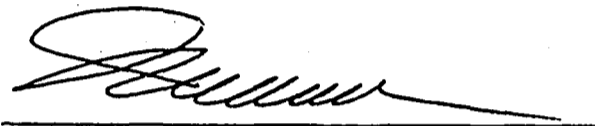
10900 Wilshire Boulevard, #510  
Los Angeles, California 90024

CP INVESTMENT FUND 86-III,  
LTD., a District of Columbia limited  
partnership

Witness:

Loise Seaman

By:



Irwin J. Deutch  
General Partner of the above-  
referenced CP Investment  
Funds

AFC CAPITAL FUND, a California  
limited partnership

AFC CAPITAL FUND-II, a Cali-  
fornia limited partnership

AFC CAPITAL FUND-III, a Cali-  
fornia limited partnership

AFC CAPITAL FUND-IV, a Cali-  
fornia limited partnership

AFC CAPITAL FUND-V, a Cali-  
fornia limited partnership

AFC CAPITAL FUND-VI, a Cali-  
fornia limited partnership

AFC CAPITAL FUND-VII, a Cali-  
fornia limited partnership

881 Alma Real Drive, Suite 205  
Pacific Palisades, CA 90272

AFC CAPITAL FUND-XIV, a Cali-  
fornia limited partnership

By: AFC Capital Corporation, a  
Delaware corporation, general  
partner of the above-  
referenced AFC Capital Funds

Witness:

Suzanne Moquese

By:

Lawrence F. Penn  
Vice President

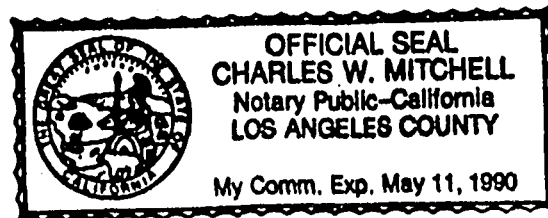
STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF LOS ANGELES )

On September 26, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Tell, known to me to be the Executive Vice President, and Suzanne Magnuson, known to me to be to be the Secretary, of Wilshire Investments Corporation, a California corporation, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation therein named, who swore to the contents thereof and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

Charles W. Mitchell  
Notary Public in and for said  
County and State

My Commission Expires:

May 11, 1990



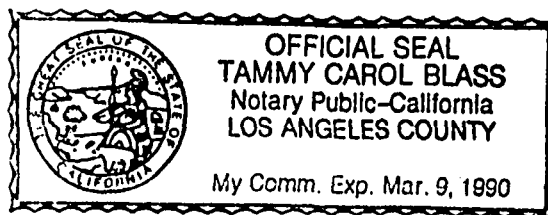
STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF LOS ANGELES )

On Sept 25, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Louis A. Cicalese, known to me to be the person whose name is subscribed to the within instrument, who swore to the contents thereof and acknowledged to me that he subscribed his name thereto.

Tammy Carol Blass  
Notary Public in and for said  
County and State

My Commission Expires:

March 9, 1990



STATE OF CALIFORNIA        )  
  ) ss.  
COUNTY OF LOS ANGELES    )

On September 26, 1986, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Tell, known to me to be the Vice President, and Suzanne Magnuson, known to me to be the Secretary, of Jasper Corporation of Delaware, a Delaware corporation, the persons who executed the within instrument, known to me to be the persons who executed the within instrument on behalf of such corporation, said corporation being known to me to be the General Partner of Western Housing Associates, Ltd., a California limited partnership, the partnership that executed the within instrument, who swore to the contents thereof and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

Charles W. Mitchell  
Notary Public in and for said  
County and State

My Commission Expires:  
May 11, 1990

